Historical Financial Statements

Consolidated Balance Sheet as of June 30, 2010

Consolidated Statement of Income for the Six Months Ended June 30, 2010

Pro Forma Financial Statements

Unaudited Condensed Consolidated Pro Forma Balance Sheet as of June 30, 2010

Unadited Condensed Consolidated Pro Forma Statement of Income for the Six Months Ended June 30, 2010

Unaudited Pro Forma Capital Structure as of June 30, 2010

CONSOLIDATED BALANCE SHEET

As of June 30, 2010

Incorporated by reference is the Consolidated Interim Balance Sheet dated as of June 30, 2010 and the related Notes to Consolidated Interim Financial Statements per the attached Consolidated Interim Statements dated June 30, 2010.

CONSOLIDATED STATEMENT OF INCOME

For the Six Months Ended June 30, 2010

Incorporated by reference is the Consolidated Interim Statement of Income for the six months ended June 30, 2010 and related Notes to Consolidated Interim Financial Statements per the attached Consolidated Interim Statements dated June 30, 2010.

UNAUDITED CONDENSED CONSOLIDATED PRO FORMA FINANCIAL STATEMENTS

The following unaudited pro forma financial statements of the Company are based on the historical financial statements of the Company appearing elsewhere in this application. These pro forma financial statements have been prepared to reflect the proposed approval requested in these applications to authorize the Company to enter up to a \$750,000,000 3-year revolving credit agreement (the "Facility"). This Facility will be used by the Company in order to meet the Company's short-term capital needs arising in connection with the provision of providing electricity and related services to the Company's customers. The Company will not receive any proceeds from executing the Facility transaction. The Unaudited Condensed Consolidated Pro Forma Balance Sheet has been prepared assuming that the Facility had been executed on January 1, 2010. The Unaudited Condensed Consolidated Pro Forma Statement of Income for the six months ended June 30, 2010 has been prepared as if the Facility had been executed at the beginning of the period. The following unaudited pro forma financial data is presented for informational purposes only and is not necessarily indicative of the results of future operations.

UNAUDITED CONDENSED CONSOLIDATED PRO FORMA BALANCE SHEET

As of June 30, 2010

(In thousands)

	Historical		Pro Forma Adjustments		Pro Forma		
ASSETS							
Electric Utility Plant, net	\$	10,423,749			\$	10,423,749	
Cash and cash equivalents		206,133	(2,617)	(A)		203,516	
Other Current Assets		1,303,853				1,303,853	
Other Assets		2,032,331	3,306	(A)		2,035,637	
Total Assets	\$	13,966,066	\$ 689		\$	13,966,755	
LIABILITIES AND EQUITY							
Common stock equity		4,868,540	(633)	(A)		4,867,907	
Preferred Stock		59,334				59,334	
Long Term Debt, net		3,687,711				3,687,711	
Short-term obligations							
Other current liabilities		915,262				915,262	
Noncurrent income tax liabilities		1,327,408	1,322	(A)		1,328,730	
Other liabilities and deferred credits		3,107,811				3,107,811	
Total Liabilities and Equity	\$	13,966,066	689		\$	13,966,755	

See Notes to Unaudited Condensed Consolidated Pro Forma Financial Statements

UNAUDITED CONDENSED CONSOLIDATED PRO FORMA STATEMENT OF INCOME

For the Six Months Ended June 30, 2010

(In thousands)

	 Historical		Pro Forma Adjustments		Pro Forma	
Operating Revenues	\$ 2,380,347	s		\$	2,380,347	
Operating Expenses						
Fuel	858,148				858,148	
Purchased Power	126,590				126,590	
Operation and Maintenance	585,244				585,244	
Depreciation and Amortization	237,323				237,323	
Taxes Other than on Income	110,586				110,586	
Other	933				933	
Total Operating Expenses	 1,918,824				1,918,824	
Operating Income	461,523				461,523	
Other Income	27,599	5			27,599	
Income Before Interest Charges	489,122				489,122	
Interest Charges						
Interest charges	102,474		1,274 (B)		103,529	
			(218) (C)			
AFUDC - Debt	(8,641)				(8,641)	
Net Interest Charges	93,833		1,055	-	94,888	
Income Before Income Taxes	395,289		(1,055)		394,234	
Income Taxes	 146,004		(422) (D)	_	145,582	
Net Income Before Cumulative Effect of Change in Accounting Principle	 249,285		(633)		248,652	
Cumulative Effect of Change in Accounting Principle	(2,041)		0		(2,041)	
Net Income	 247,244		(633)		246,611	
Loss Attributable to Noncontrolling Interest	2,904		0		2,904	
Net Income Attributable to Controlling Interests	 250,148		(633)		249,515	
Preferred Stock Dividend Required	(1,482)		0		(1,482)	
Net Income Available to Parent	\$ 248,666	\$	(633)	\$	248,033	

See Notes to Unaudited Condensed Consolidated Pro Forma Financial Statements

NOTES TO UNAUDITED CONDENSED CONSOLIDATED PRO FORMA FINANCIAL STATEMENTS

- (A) No proceeds will be received in the transaction; therefore the Company does not anticipate any change in debt. The Company expects to use cash on hand to pay for the expenses incurred in connection with the facility which are tax deductible. Up-front fees paid in connection with the negotiation and execution of the facility will be amortized over the life of the facility (3 years).
- (B) To record the facility fees and commitment fees associated with the new Facility.
- (C) To reverse the facility fees and commitment fees incurred on the existing revolving credit facility that will be replaced with the new Facility.
- (D) To adjust income taxes as a result of the net effect of the pro forma adjustments.

UNAUDITED PRO FORMA CAPITAL STRUCTURE

As of June 30, 2010

(In thousands)

Common Stock		Historical			Pro Forma			
	\$	4,868,540	57%	\$	4,867,907	57%		
Preferred Stock		59,334	1%		59,334	1%		
Long-term Debt, Net	-	3,687,711	43%		3,687,711	43%		
Total Capitalization	\$	8,615,585	100%	\$	8,614,952	100%		